FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| 17/252 | 716 |
|-------------|-------------|
| O | MB APPROVAL |
| OMB NUMBER: | 3235-0076 |

| | SEC USE ONLY | |
|--------|---------------|---|
| Prefix | Serial | |
| | | |
| | DATE RECEIVED | - |
| 1 | 1 | |

| Name of Offering (check if this is an amendmen | t and name has changed, and indicate change.) | | |
|--|---|------------------------|---|
| Series 1 Preferred Stock and the underlying Con | mmon Stock issuable upon conversion thereof. | | |
| Filing Under (Check box(es) that apply): | □ Rule 504 □ Rule 505 ■ Rule 506 □ Section | 4(6) □ ULOF | - 116441.001114411.0011488.0011.1684.0011488.1841 |
| Type of Filing: ■ New Filing □ Amendment | E Raic 300 E Raic 300 E Beeffal. | 1 ((0) 11 02015 | |
| | A. BASIC IDENTIFICATION DAT | Ā | 07087938 |
| 1. Enter the information requested about the issuer | r | | - |
| Name of Issuer (check if this is an amendment as | nd name has changed, and indicate change.) | | |
| Paglo Labs Inc. | | | |
| Address of Executive Offices (Number and S | treet, City, State, Zip Code) | Telephone Numbe | r (Including Area Code) |
| 1804 Embarcadero Road, Suite 201, Palo Alto, G | | (650) 858-3120 | |
| Address of Principal Business Operations (if different from Executive Offices) | (Number and Street, City, State, Zip Code) | Telephone Numbe | r (Including Area Code) |
| Brief Description of Business: | | | Y'on |
| Provider of web-based IT search engine | JAN 112 | 2008 | 大 网络多种花 |
| Type of Business Organization | _ THOMSO | λi | K. / |
| ■ corporation | □ limited partnership, already form NANCIA | □ other (please speed) | rcify): |
| □ business trust | ☐ limited partnership, to be formed | 1L | C 15C 55N |
| | Month Year | | |
| Actual or Estimated Date of Incorporation or Organ | | ☐ Estimated | |
| Jurisdiction of Incorporation or Organization: (Ente | er two-letter U.S. Postal Service abbreviation for State CN for Canada: FN for other foreign jurisdiction | | |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days; fter the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 4:50 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

| | | A. BASIC IDENT | IFICATION DATA | | | | |
|--|-----------------|-----------------------------|-----------------------|--------------|---|--|--|
| Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. | | | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | · · - | | | | | |
| | | | | | | | |
| De Haaff, Brian Business or Residence Address | 01 1 15 | C' C | 1.5 | | | | |
| Business or Residence Address | (Number and a | treet, City, State, Zip Coo | ie) | | | | |
| 1804 Embarcadero Road, Suite 201, Pal | o Alto, CA 9430 | 13 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | ■ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | | | | |
| Waters, Christopher Business or Residence Address | (Niverban and C | treet, City, State, Zip Coo | dal | | | | |
| Business of Residence Address | (Number and 5 | treet, Chy, State, Zip Ço | ue) | | | | |
| 1804 Embarcadero Road, Suite 201, Pal | o Alto, CA 9430 | 3 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | - ■ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| • | | | | | | | |
| Renard, Aymerik | 01 1 16 | G': C: 7' C | | | _ ` | | |
| Business or Residence Address | (Number and Si | treet, City, State, Zip Cod | ie) | | | | |
| 1804 Embarcadero Road, Suite 201, Pal | o Alto, CA 9430 | 13 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | | | | |
| Ryan, Lou | 01-1 | | | | | | |
| Business or Residence Address | (Number and Si | treet, City, State, Zip Cod | le) | | | | |
| 1804 Embarcadero Road, Suite 201, Pal | o Alto, CA 9430 |)3 | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | • | | | | | | |
| Troy, Robert | (N) (S | tour City State Tim Co | d-) | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Co | de) . | | | | |
| 1804 Embarcadero Road, Suite 201, Pal | o Alto, CA 9430 |)3 | | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | • | • | | |
| Network Chemistry, Inc. | /N 1 16 | | 1.) | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Co | de) | | | | |
| Attn: Brian de Haaff, 1804 Embarcader | o Road, Suite 2 | 01, Palo Alto, CA 94303 | • | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | | | | |
| Innovacom 5 | | g: g: g: g: g | , | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | • | | |
| 801 Gateway Blvd., Suite 500, South Sa | n Francisco. CA | 94080 | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | _ 12.1001.110 0111001 | | = 2-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1 | | |
| | | | | | • | | |
| Geneva Venture Partners II, L.P. | • | | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | | | |
| 4 Embarcadero Center, Suite 2600, San | Francisco, CA | 94111 | | | | | |

(Use blank shee:, or copy and use additional copies of this sheet, as necessary.)

| | B. INFORMATION ABOUT OFFERING | | |
|----------------------|--|--------------------------------------|---------------------------------------|
| 1 | Here the issues cold on done the issues intend to coll to non-consolited investors in this off-sine? | Yes | No |
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | • |
| 2. | What is the minimum investment that will be accepted from any individual? | \$ <u>n/a</u> | |
| | | Yes | No |
| 3. | Does the offering permit joint ownership of a single unit? | • | |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |
| Full Non- | Name (Last name first, if individual) e. | | - |
| Busi | iness or Residence Address (Number and Street, City, State, Zip Code) | | <u> </u> |
| Nam | ne of Associated Broker or Dealer | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | , | All States | |
| \] [] [] [] | IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full | name (Last name first, if individual) | | · |
| Busi | iness or Residence Address (Number and Street, City, State, Zip Code) | ······ | |
| Nam | ne of Associated Broker or Dealer | - | |
| State | es in which Person Listed Has Solicited or Intends to So icit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| _ [1 | IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NI] _[NM] _[NV] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[VT] _[VA] _[WA] _[WV] _[WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full | Name (Last name first, if individual) | | |
| Busi | iness or Residence Address (Number and Street, City, State, Zip Code) | | · · · · · · · · · · · · · · · · · · · |
| Nam | ne of Associated Broker or Dealer | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| _ [! _ [! | AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WV] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |

(Use blank sheet or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero.' If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | Aggregate Offering Price | Amount Already Sold |
|----|---|-----------------------------|--|
| | Type of Security | | e |
| | Debt | \$ | 5 |
| | Equity | \$ <u>1,374,000.00</u> | \$ <u>1,373,937.40</u> |
| | ■ Common ■ Preferred | | - |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | S |
| | Other (Specify) | \$ <u> </u> | \$ |
| | Total | \$ <u>1,374,000.00</u> | \$ <u>1,373,937.40</u> |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | • |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number of Investors | Aggregate Dollar Amount of Purchases |
| | Accredited Investors | 5 | \$ <u>1,373,937.40</u> |
| | Non-accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | 5 | \$ <u>1,373,937.40</u> |
| | Answer also in Appendix, Column 4, if filing under ULOE | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 | Type of Security | Dollar Amount Sold |
| | Regulation A | • | \$ |
| | Rule 504 | | \$ |
| | Total | | s |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | Ð | S |
| | Printing and Engraving Costs | ٥ | \$ |
| | Legal Fees | • | \$ 25,000.00 |
| | Accounting Fees | 0 | S |
| | Engineering Fees | ä | s |
| | Sales Commissions (specify finders' fees separately) | | • |
| | | ۵ | · |
| | Other Expenses (identify) | | a |
| | Total | • | S <u>25,000,00</u> |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| _ | | | | . ,, | | |
|------|--|---|----------------|---|---------------|------------------------|
| | b. Enter the difference between the aggregate offer 1 and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer." | C Question 4.a. This difference is the | • | | 5 | \$ <u>1,349,000.00</u> |
| 5. | Indicate below the amount of the adjusted gross pro- for each of the purposes shown. If the amount for a and check the box to the left of the estimate. The to adjusted gross proceeds to the issuer set forth in res | any purpose is not known, furnish an es otal of the payments listed must equal t | stimate | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | | \$ | | \$ |
| | Purchase of real estate | | | \$ | Ď | S |
| | Purchase, rental or leasing and installation of mach | incry and equipment | 0 | \$ | ٥ | s |
| | Construction or leasing of plant buildings and facil | ities | 0 | s | | \$ |
| | Acquisition of other business (including the value of that may be used in exchange for the assets or secu | rities of another issuer pursuant to a | | • | _ | e |
| | merger) | | | ٠ <u></u> | | · |
| | | | | \$ | □ | 3 |
| | Working capital | | | s, | 0 | <u> </u> |
| | Other (specify): | <u> </u> | . 0 | S | 0 | \$ |
| | | | | ç | | _ |
| | | | | <u> </u> | | 2 |
| | Column Totals | | | \$ | - | S <u>0</u> |
| | Total Payments Listed (column totals added) | | | ■ S_ | 0 | <u> </u> |
| | | D. FEDERAL SIGNATU | IRE | | | |
| | | | | | | |
| The | sissuer has duly caused this notice to be signed by the | e undersigned duly authorized nerson | If this notice | is filed under Rule 505, the | e fallawing s | ignature constitutes |
| an (| andertaking by the issuer to furnish to the U.S. Securit- accredited investor pursuant to paragraph (b)(2) of I | ities and Exchange Commission, upon | written reque | st of its staff, the information | on furnished | by the issuer to any |
| HOH | -accreained investor parsuant to paragraph (0)(2) or i | Kure 502. | | | | |
| lssi | er (Print or Type) | Signature | | Date | | |
| | do Labs Inc. | | | December <u>20,</u> 200 | 7 | |
| N. | and Signar (Brins - Time) | Tide of Sience (Bride and Towns) | | | | |
| | ne of Signer (Print or Type) er S. Buckland | Title of Signer (Print or Type) Assistant Secretary | | | | |
| _ | of S. Buckland | Assistant Secretary | | | | |
| | | | | | | |
| | | • | | | | |
| | | | | | | |
| | • | | | | | |

ATTENTION

| ٠, | C. OFFERING PR | ICE, NUMBER OF INVESTORS, EX | PENSES AN | D USE OF PROCEEDS | · | |
|------|--|--|-----------|---|---|-----------------------|
| - | b. Enter the difference between the aggregate of I and total expenses furnished in response to Par "adjusted gross proceeds to the issuer." | t C - Question 4.a. This difference is the | ; | | 9 | 5 <u>1,349,000.00</u> |
| 5. | Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in the contract of the second | or any purpose is not known, furnish an e e total of the payments listed must equal t | stimate | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | · | 0 | \$ | ä | \$ |
| | Purchase of real estate | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | D | \$ | а | \$ |
| | Purchase, rental or leasing and installation of ma- | chinery and equipment | - | \$ | þ | \$ |
| | Construction or leasing of plant buildings and fac | cilities | | \$ | ۵ | \$ |
| | Acquisition of other business (including the valu- that may be used in exchange for the assets or sec | | | | | |
| - | merger) | | 0 | \$ | D | \$ |
| | Repayment of indebtedness | | | \$ | | \$ |
| | Working capital | | Ġ | S | ۵ | \$ |
| | Other (specify): | | | \$ | O | \$ |
| | | | - | | | |
| | | | | S | а | \$ |
| | Column Totals | | | \$ | • | \$0 |
| | Total Payments Listed (column totals added) | | | ■ \$ | 0 | |
| | | D. FEDERAL SIGNAT | URE | | | |
| an u | issuer has duly caused this notice to be signed by the issuer to furnish to the U.S. Sect-accredited investor pursuant to paragraph (b)(2) or | urities and Exchange Commission, upon | | | | |
| | er (Print or Type) lo Labs Inc. | Signature WWW | | Date December <u>JO</u> , 2007 | | |
| Nar | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | - | | |
| | er S. Buckland | As isstant Secretary | | | | |
| | | <u> </u> | | | | |

| | C. OFFERING PRIC | CE, NUMBER OF INVESTORS, EX | PENSES AN | D USE OF PROCEEDS | | |
|------|---|--|----------------------------------|--|-------------------------|---|
| | b. Enter the difference between the aggregate offer I and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer." | Question 4.a. This difference is the | | | | \$ <u>1,349,000.00</u> |
| 5. | Indicate below the amount of the adjusted gross profor each of the purposes shown. If the amount for and check the box to the left of the estimate. The to adjusted gross proceeds to the issuer set forth in res | my purpose is not known, furnish an east of the payments listed must equal t | stimate | • | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | | \$ | | s |
| | Purchase of real estate | | ם | \$ | 0 | \$ |
| | Purchase, rental or leasing and installation of mach | itery and equipment | | \$ | | \$ |
| | Construction or leasing of plant buildings and facili | ties | Ċ | s | а | \$ |
| | Acquisition of other business (including the value of that may be used in exchange for the assets or security). | rities of another issuer pursuant to a | | | | |
| | merger) | | | \$ | | \$ |
| | Repayment of indebtedness | | . 0 | \$ | | \$ |
| | Working capital | | Ð | \$ | | \$ |
| | Other (specify): | | - 0 | \$ | 0 | \$ |
| | | | - | | | |
| | | | | \$ | ū | \$ |
| | Column Totals | | • | \$ | | \$ |
| | Total Payments Listed (column totals added) | | | = \$ <u>.</u> | 0 | _ |
| | | D. FEDERAL SIGNATI | 1D F | | | |
| • | | b. PEDERAL SIGNATO | JKL. | | | |
| an u | issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Securi accredited investor pursuant to paragraph (b)(2) of R | ties and Exchange Commission, upon | If this notice written reques | is filed under Rule 505, the f st of its staff, the information | ollowing s furnished | signature constitutes by the issuer to any |
| | er (Print or Type) lo Labs Inc. | Signature WWW | | Date December 20, 2007 | | |
| Nan | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| | | Assistant Secretary | | | | |
| _ | | | - | | | |

| | C. OFFERING PR | ICE, NUMBER OF INVESTORS, EX | PENSES AN | ND USE OF PROCEEDS | | · |
|----|---|--|-----------------|---|-------------|------------------------|
| _ | b. Enter the difference between the aggregate off I and total expenses furnished in response to Part "adjusted gross proceeds to the issuer." | C - Question 4.a. This difference is the | • | | | \$ <u>1,349,000.00</u> |
| 5. | Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in-transfer. | r any purpose is not known, furnish an es total of the payments listed must equal t | stimate | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | | S | 0 | \$ |
| | Purchase of real estate | .,, | | \$ | | \$ |
| | Purchase, rental or leasing and installation of mad | chinery and equipment | | \$ | | S |
| | Construction or leasing of plant buildings and fac | ilities | | \$ | 0 | \$ |
| | Acquisition of other business (including the value that may be used in exchange for the assets or sec | | | | | |
| | merger) | | О | \$ | | \$ |
| | Repayment of indebtedness | | D | \$ | D | \$ |
| | Working capital | | | \$ | | \$ |
| | Other (specify): | | . 0 | \$ | Ö | \$ |
| | | | | | | |
| | | | Ď | \$ | Ö | \$ |
| | Column Totals | | - | \$ | | \$0 |
| | Total Payments Listed (column totals added) | | | ■ \$ | 0 | - |
| | | D. FEDERAL SIGNATU | JRE | | | |
| an | issuer has duly caused this notice to be signed by tendertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) of | rities and Exchange Commission, upon v | written reque | st of its staff, the information | | |
| | ner (Print or Type) rlo Labs Inc. | Signature | | Date December 20, 2007 | | |
| Na | ne of Signer (Print or Type) | Title of Signer (Print or Type) | · = | | | |
| | er S. Buckland | Assistant Secretary | | | | |
| _ | | L | | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| | I and total expenses furnished in response | gate offering price given in response to Part C – e to Part C – Question 4.a. This difference is the | • • | | | \$ <u>1,349,000.00</u> |
|------|--|---|----------------|---|-------------|------------------------|
| 5. | for each of the purposes shown. If the am and check the box to the left of the estima | I gross proceeds to the issuer used or proposed to fount for a sy purpose is not known, furnish an ease. The total of the payments listed must equal to the in response to Part C – Question 4.b above. | stimate | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | | \$ | 0 | \$ |
| | Purchase of real estate | | | \$ | □ | \$ |
| | Purchase, rental or leasing and installation | n of machinery and equipment | а | \$ | | S |
| | Construction or leasing of plant buildings | and facilities | ٥ | \$ | | \$ |
| | | he value of securities involved in this offering | | | | |
| | | ts or securities of another issuer pursuant to a | | \$ | 0 | \$ |
| | Repayment of indebtedness | | D | \$ | o | S |
| | Working capital | | Ċ | \$ | | \$ |
| | Other (specify): | | - 0 | s | D | \$ |
| | · | | - | | | |
| | | | - D | \$ | | \$ |
| | Column Totals | , | • | \$ | - | \$_0 |
| | Total Payments Listed (column totals add | led) | | s | <u>0</u> | _ |
| | · · · · · · · · · · · · · · · · · · · | | | <u>,</u> | | |
| | | D. FEDERAL SIGNATI | URE | | | |
| | | | , | | | |
| The | issuer has duly caused this notice to be signdertaking by the issuer to furnish to the H | ned by the undersigned duly authorized person. S. Securities and Exchange Commission, upon | If this notice | is filed under Rule 505, the | following s | ignature constitutes |
| | accredited investor pursuant to paragraph (| | | | | |
| lssu | er (Print or Type) | Signature | | Date | | |
| Pag | lo Labs Inc. | | | December <u>10</u> , 2007 | | |
| | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | • | | |
| Nar | ie or arguer (r rimt or 13/re) | Title of Signer (Title of Type) | | | | |

ATTENTION

| | b. Enter the difference between the aggregate offering price given in response to Part C- | | | | |
|------|---|---------------------------------|--|-------------|---|
| | 1 and total expenses furnished in response to Part C – Question 4.a. This difference is th "adjusted gross proceeds to the issuer." | e · | | | \$ <u>1,349,000.00</u> |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish and and check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. | stimate the | | | |
| | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | ۵ | \$ | ٥ | \$ |
| | Purchase of real estate | | S | | \$ |
| | Purchase, rental or leasing and installation of machinery and equipment | | \$ | ٥ | \$ |
| | Construction or leasing of plant buildings and facilities | | \$ | <u></u> | \$ |
| | Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securit es of another issuer pursuant to a | | | | |
| ٠ | merger) | | \$ | | \$ |
| | Repayment of indebtedness | | \$ | | s |
| | Working capital | Ġ | \$, | | \$ |
| | Other (specify): | | s | O | \$ |
| | | - | | | |
| | | | \$ | | \$ |
| | Column Totals | - | \$ | | \$0 |
| | Total Payments Listed (column totals added) | | = \$ | 0 | _ |
| | D. FEDERAL SIGNAT | | | | |
| | · · · · · · · · · · · · · · · · · · · | OKE | | | |
| an t | e issuer has duly caused this notice to be signed by the undersigned duly authorized person, undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon-accredited investor pursuant to paragraph (b)(2) of Rule 502. | If this notice written reque | is filed under Rule 505, the st of its staff, the information | following s | signature constitutes by the issuer to any |
| | ner (Print or Type) Sig nature | · | Date December 20, 2007 | _ | |

Title of Signer (Print or Type)

Assistant Secretary

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



Name of Signer (Print or Type)

Peter S. Buckland